

RECORDATION NO. 24313-A FILED

JAN 30 '03

4-45 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 29, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement No. 1, dated January 31, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which is being filed with the Board under Recordation Number 24313.

The names and addresses of the parties to the enclosed document are:

Lessor: BOHLI/Staley Trust 2003A LLT, acting through
U.S. Bank Trust National Association
Goodwin Square
225 Asylum Street 29th Floor
Hartford, Ct 06103

Lessee: A.E. Staley Manufacturing Company
2200 E. Eldorado Street
Decatur, IL 62521

Mr. Vernon A. Williams
January 29, 2003
Page Two

A description of the railroad equipment covered by the enclosed document
is:

57 railcars STLX 51000 – STLX 51056

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. 1

Also enclosed is a check in the amount of \$30.00 payable to the order
of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BOHLI/STALEY TRUST 2003A LLT)**

MEMORANDUM OF LEASE SUPPLEMENT NO. 1, made and entered into as of January 31, 2003 by and between BOHLI/Staley Trust 2003A LLT, acting through U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee (the "Lessor") and A.E. Staley Manufacturing Company (the "Lessee").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BOHLI/Staley Trust 2003A LLT), dated as of January 31, 2003 (the "Lease Agreement"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in the Lease Agreement.

2. A memorandum of the Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BOHLI/Staley Trust 2003A LLT), dated January 31, 2003, whereby the terms and provisions of the Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

[SIGNATURES TO FOLLOW]

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOHLI/STALEY TRUST 2003A LLT, acting
through U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity but
solely as Owner Trustee

By: 

Name: Arthur L. Blakeslee
Title: Assistant Vice President

A.E. STALEY MANUFACTURING COMPANY

By: _____

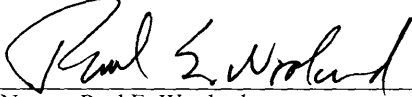
Name: Paul E. Woolard
Title: Treasurer

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

BOHLI/STALEY TRUST 2003A LLT, acting
through U.S. BANK TRUST NATIONAL
ASSOCIATION, not in its individual capacity but
solely as Owner Trustee

By: _____
Name:
Title:

A.E. STALEY MANUFACTURING COMPANY

By:  _____
Name: Paul E. Woolard
Title: Treasurer

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) ss

On this 30th day of January, 2003, before me personally appeared Arthur L. Blakeslee, to me personally known, being by me duly sworn, says that he is the Assistant Vice President of U.S. Bank Trust National Association and that the said instrument attached hereto was signed on behalf of such association under the authority of the board of directors on January 30, 2003 and he acknowledged that the execution of the said instrument was the act and deed of such association.

Notary Public in and for
the State of Connecticut

Karen R. Felt

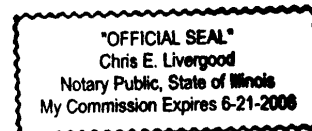
NOTARY PUBLIC
JAN 30 2003

STATE OF ILLINOIS)
)
COUNTY OF MACON) ss

On this 24th day of January, 2003, before me personally appeared, Paul E. Woolard, to me personally known, being by me duly sworn, says that he is the Treasurer of A.E. Staley Manufacturing Company (the "Corporation") and that the said instrument attached hereto was signed on behalf of the Corporation under the authority of the board of directors on January 24, 2003 and he acknowledged that the execution of the said instrument was the act and deed of the Corporation.

Notary Public in and for
the State of ILLINOIS

Chris E. Livergood



SCHEDULE A

Description of Items of Equipment

57 - 19,636 gallon capacity, coiled and insulated Railroad Tank Cars

STLX 51000	STLX 51039
STLX 51001	STLX 51040
STLX 51002	STLX 51041
STLX 51003	STLX 51042
STLX 51004	STLX 51043
STLX 51005	STLX 51044
STLX 51006	STLX 51045
STLX 51007	STLX 51046
STLX 51008	STLX 51047
STLX 51009	STLX 51048
STLX 51010	STLX 51049
STLX 51011	STLX 51050
STLX 51012	STLX 51051
STLX 51013	STLX 51052
STLX 51014	STLX 51053
STLX 51015	STLX 51054
STLX 51016	STLX 51055
STLX 51017	STLX 51056
STLX 51018	
STLX 51019	
STLX 51020	
STLX 51021	
STLX 51022	
STLX 51023	
STLX 51024	
STLX 51025	
STLX 51026	
STLX 51027	
STLX 51028	
STLX 51029	
STLX 51030	
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STLX 51037	
STLX 51038	